

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

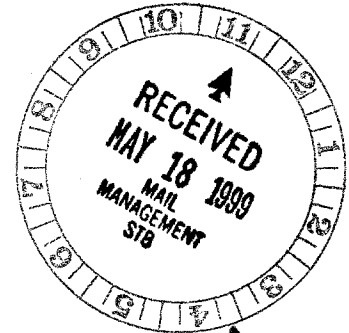
Dawn Sergeant Arnold
Telephone: 410-385-3406
E-Mail: darnold@milesstockbridge.com

May 14, 1999

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mr. Vernon A. Williams, Secretary

RECORDATION NO.



22169, A
FILED

Re: Our File No.: 258-1927

MAY 18 '99

11-00AM

Dear Mr. Williams:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following document:

1. **Memorandum of Sublease**, dated as of February 1, 1999 between Union Tank Car Company (111 West Jackson Boulevard, Chicago, Illinois 60604) and Montell USA Inc. (P.O. Box 15439, Wilmington, Delaware 19850).

Also enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following document:

2. **Memorandum of Assignment of Sublease**, dated as of February 1, 1999 between Union Tank Car Company (111 West Jackson Boulevard, Chicago, Illinois 60604) and FMB Bank (25 South Charles Street, Baltimore, Maryland 21202)

Please Note: Before recording the Memorandum of Assignment of Sublease, please insert the Memorandum of Sublease recordation information into section C of the Assignment.

A description of the railroad equipment covered by the enclosed documents are set forth in Schedule A attached to both documents.

MILES & STOCKBRIDGE

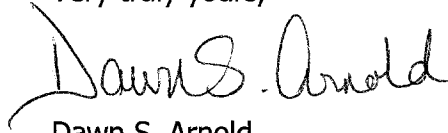
A PROFESSIONAL CORPORATION

Also enclosed are checks to cover the costs of recording the enclosed documents.

Upon recordation, please return the recorded documents to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3406.

Very truly yours,

A handwritten signature in black ink that reads "Dawn S. Arnold". The signature is fluid and cursive, with the first name "Dawn" and last name "Arnold" clearly legible.

Dawn S. Arnold
Legal Assistant

Enclosures

RECORDATION NO.

22169

FILED

MAY 18 '99

11-00AM

MEMORANDUM OF SUBLEASE

dated as of February 1, 1999

between

UNION TANK CAR COMPANY,

as Sublessor

and

MONTELL USA INC.,

as Sublessee

MEMORANDUM OF SUBLEASE

THIS MEMORANDUM OF SUBLEASE is entered into as of this 1st day of February, 1999, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Sublessor"), and MONTELL USA INC., a Delaware corporation, ("Sublessee"), with reference to the following:

1. Sublessor has agreed to lease to Sublessee, and Sublessee has agreed to lease from Sublessor the railcars described on Exhibit A attached hereto, all as more particularly described in that certain Rider No. N21 to Car Service Agreement dated as of February 1, 1999 (the "Sublease") by and between Sublessor, as lessor, and Sublessee, as lessee, which incorporates by reference that certain Car Service Agreement by and between Sublessor and Sublessee dated as of June 7, 1996.
2. The Sublease shall be effective as of the execution date thereof and shall be subject to the Term of the Sublease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Sublease to be executed as of the date first above written.

UNION TANK CAR COMPANY

By: 

Mark J. Garrette
Vice President

MONTELL USA INC.

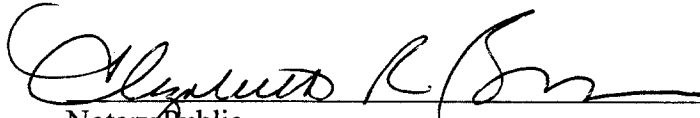
By: 

Name: Harry E. Beasley
Title: Sr. Vice President
Manufacturing, North America

guk

STATE OF Delaware, CITY OF Wilmington, TO WIT:

On this 26th day of April, 1999 before me personally appeared, Harry E. Beasley to me personally known, who being by me duly sworn, says that he is a Sr. Vice President of MONTELL USA INC., that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on April 26, 1999 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public


ELIZABETH R. BROWN
NOTARY PUBLIC-DELAWARE
MY COMMISSION EXPIRES APRIL 24, 2000

[Notarial Seal]

My commission expires:

STATE OF IL, CITY OF Chicago, TO WIT:

On this 5th day of April, 1999 before me personally appeared Mark J. Garrette to me personally known, who being by me duly sworn, says that he is the Vice President of UNION TANK CAR COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on April 5, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



[Notarial Seal]

My commission expires:

EXHIBIT A

DESCRIPTION OF RAILCARS

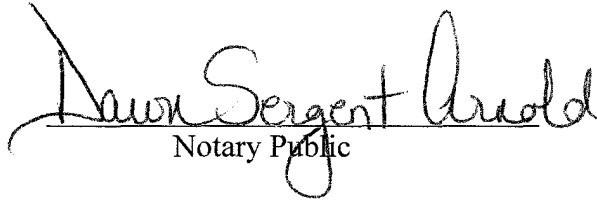
Two hundred (200) covered hopper railcars bearing the following reporting marks and numbers:

MLLX 97700 through MLLX 97899, inclusive

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Sublease is a true and complete copy of said Memorandum of Sublease.

WITNESS my hand and seal this 11th day of May, 1999.


Notary Public

My Commission Expires:

My Commission Expires 05/26/2002

